

**THE
GREENBRIER
COMPANIES**

#15
The Greenbrier Companies

One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000

March 8, 1991

Ms. Mildred Lee
Recordation
Interstate Commerce Commission
Room 2303
12th and Constitution Avenues, N.W.
Washington, D.C. 20423

1-070A057

16996-B
RECORDATION NO. FILED 1225

MAR 11 1991 2 50 PM

INTERSTATE COMMERCE COMMISSION

Dear Ms. Lee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) original copies and two (2) photocopies of an Amendment dated February 14, 1991 to Memorandum of Assignment Agreement dated as of December 28, 1990, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

This document relates to the Memorandum of Assignment Agreement dated as of December 28, 1990 which was duly filed and recorded on January 23, 1991 and assigned Recordation Number 16996-A.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Railcar, Inc.
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Lessee: Chrysler Rail Transportation Corporation
225 High Ridge Road
Stamford, CT 06905-3032

A description of the railroad equipment covered by the enclosed document is:

One hundred (100) 50' 6" 100-ton boxcars manufactured by Gunderson, Inc. bearing car marks and numbers AG 1000 through AG 1049, inclusive and AG 2000 through AG 2049, inclusive.

MAR 11 2 34 PM '91
RECORDATION DIVISION
U.S. DEPARTMENT OF COMMERCE

Ms. Mildred Lee
March 8, 1991
Page 2

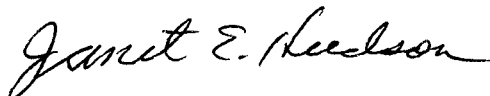
Also enclosed is a payment of \$15 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return stamped copies of the enclosed document not needed for your files to Ms. Janet E. Hudson, Administrative Assistant, The Greenbrier Companies, One Centerpointe Drive, Suite 200, Lake Oswego, Oregon 97035.

A short summary of the enclosed secondary document to appear in the Commission's Index is:

Amendment dated February 14, 1991 to Memorandum of Assignment Agreement dated as of December 28, 1990, between Greenbrier Railcar, Inc., Assignor, and Chrysler Rail Transportation Corporation, Assignee, covering one hundred (100) 50' 6" 100-ton boxcars manufactured by Gunderson, Inc. bearing car marks and numbers AG 1000 through AG 1049, inclusive and AG 2000 through AG 2049, inclusive.

Sincerely,



Janet E. Hudson
Administrative Assistant

jeh
Enclosure

cc: Charles T. Kappler, Esq.

Interstate Commerce Commission
Washington, D.C. 20423

3/12/91

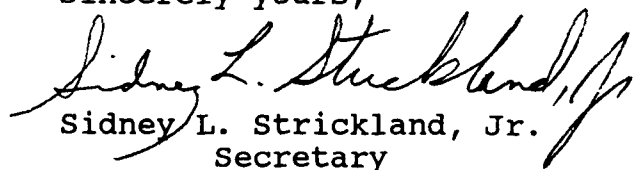
OFFICE OF THE SECRETARY

Janet E. Hudson
Administrative Assistant
The GreenBrier Companies
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon- 97035

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 3/11/91 at 2:50^{pm}, and assigned recordation number(s). 17250 & 16996-^{mt}B

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

16996-B
REGISTRATION NO. _____ FILED NO. _____

MAR 11 1991 2:50 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT DATED FEBRUARY 14, 1991

TO

MEMORANDUM OF ASSIGNMENT AGREEMENT

BETWEEN

GREENBRIER RAILCAR, INC. ("ASSIGNOR")

AND

CHRYSLER RAIL TRANSPORTATION CORPORATION ("ASSIGNEE")

DECEMBER 28, 1990

STATE OF OREGON

COUNTY OF CLACKAMAS

)
) ss.
)

On this 21st day of February, 1991, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Vice President of Greenbrier Railcar, Inc. that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Jamil E. Nelson
NOTARY PUBLIC

My commission expires: 5/28/94

STATE OF CONNECTICUT

COUNTY OF Fairfield

)
) ss.
)

On this 20th day of February, 1991, before me personally appeared Philip H. Dabice, to me personally known, who being by me duly sworn, says that he is the SENIOR TRANSACTION MANAGER of CHRYSLER RAIL TRANSPORTATION CORPORATION that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Nancy P. Stewart
NOTARY PUBLIC

My commission expires:

NANCY P. STEWART
NOTARY PUBLIC

My Commission Expires March 31, 1991